

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
FRANCHISE GROUP, INC., <i>et al.</i> , ¹)	Case No. 24-12480 (LSS)
)	
Debtors.)	(Jointly Administered)
)	
)	

**NOTICE OF AGENDA FOR HEARING OF MATTERS SCHEDULED FOR
APRIL 3, 2025, AT 10:00 A.M. (PREVAILING EASTERN TIME)**

[Continued on Next Page]

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

All hearings before Judge Silverstein are in person.

Permission to appear remotely at any hearing must be approved by chambers. Case participants who are permitted to attend remotely must register using the [eCourtAppearances](#) tool as described below.

The deadline to register for remote attendance is 4:00 P.M. (prevailing Eastern Time) the business day before the hearing unless otherwise noticed. When registering, case participants may choose to attend remotely through video or audio access. Please be aware that if you choose audio access and the proceedings involve witness testimony, you may be disconnected entirely from the hearing or moved to a waiting room and unable to hear that portion of the proceedings. Once you register your appearance, a screen will appear that states “Thank you for registering your appearance in (Case number) (Case name).” An electronic invitation, with the relevant audio or video link, will be emailed to you prior to the hearing.

Please do not contact the United States Bankruptcy Court for the District of Delaware to confirm registration.

ADJOURNED/RESOLVED MATTERS:

1. Debtors’ Twelfth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and a Certain Unexpired Sublease, Effective as of the Rejection Date, and (II) Abandon Personal Property [[D.I. 875](#), 1/30/25]

Objection Deadline: March 13, 2025, at 4:00 p.m. (ET)

Related Documents:

- A. Twelfth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and a Certain Unexpired Sublease, Effective as of the Rejection Date, and (II) Abandon Personal Property [[D.I. 968](#), 2/12/25]

Responses Received:

- B. Limited Objection and Reservation of Rights of the ChildSmiles Group, LLC, a/k/a Abra Health, LLC, to Debtors’ Twelfth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and a Certain Unexpired Sublease, Effective as of the Rejection Date; and (II) Abandon Personal Property [[D.I. 933](#), 2/6/25]

Status: By agreement of the parties, this matter has been adjourned to the hearing scheduled on May 6, 2025.

2. Debtors' Fourteenth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and Executory Contracts, Effective as of the Rejection Date, and (II) Abandon Personal Property [[D.I. 1038](#), 2/27/25]

Objection Deadline: March 13, 2025, at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 1038 [[D.I. 1115](#), 3/17/25]
- B. Fourteenth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and Executory Contracts, Effective as of the Rejection Date, and (II) Abandon Personal Property [[D.I. 1128](#), 3/18/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

3. Centerpoint 550, LLC's Motion for Relief from the Automatic Stay to Setoff Security Deposit Against Rejection Damages [[D.I. 1045](#), 2/28/25]

Objection Deadline: March 17, 2025, at 4:00 p.m. (ET); extended for the Debtors to March 24, 2025

Related Documents:

- A. Notice of Rescheduled Hearing Regarding Centerpoint 550, LLC's Motion for Relief from the Automatic Stay to Setoff Security Deposit Against Rejection Damages [[D.I. 1051](#), 3/3/25]

Responses Received:

- B. Informal response from the Debtors

Status: By agreement of the parties, this matter has been adjourned to the hearing scheduled on May 12, 2025.

4. Debtors' Motion for Entry of an Order (I) Authorizing the Debtors, the Committee, and the Professionals to File Under Seal the Names of Certain Confidential Parties in Interest Related to the Professional Declarations and (II) Granting Related Relief [[D.I. 1052](#), 3/4/25]

Objection Deadline: March 18, 2025, at 4:00 p.m. (ET)

Related Documents:

- A. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of February 14, 2025 [(Redacted) [D.I. 1053](#), (Sealed) D.I. 1054, 3/4/25]
- B. Certificate of No Objection Regarding Docket No. 1052 [[D.I. 1136](#), 3/19/25]
- C. Order (I) Authorizing the Debtors, the Committee, and the Professionals to File Under Seal the Names of Certain Confidential Parties in Interest Related to the Professional Declarations and (II) Granting Related Relief [[D.I. 1139](#), 3/20/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

5. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of February 14, 2025 [(Redacted) [D.I. 1053](#), (Sealed) D.I. 1054, 3/4/25]

Objection Deadline: March 18, 2025, at 4:00 p.m. (ET); extended for the Office of the United States Trustee for the District of Delaware to March 19, 2025, at 4:00 p.m. (ET).

Related Documents:

- A. Order (I) Authorizing the Debtors, the Committee, and the Professionals to File Under Seal the Names of Certain Confidential Parties in Interest Related to the Professional Declarations and (II) Granting Related Relief [[D.I. 1139](#), 3/20/25]
- B. Supplemental Declaration of Joshua A. Sussberg in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of February 14, 2025 [[D.I. 1155](#), 3/21/25]
- C. Certification of Counsel Regarding the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and

Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of February 14, 2025 [[D.I. 1156](#), 3/21/25]

- D. Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of February 14, 2025 [[D.I. 1213](#), 4/1/2025]

Responses Received:

- E. Informal Response from the Office of the United States Trustee for the District of Delaware

Status: An order has been entered. A hearing is not required.

6. Fifth & Alton (Edens) LLC's Motion (I) for the Allowance and Payment of Administrative Expense Claim; (II) to Compel Tenant Debtor to Provide Adequate Assurance of Future Performance Under the Lease; (III) to Compel the Cure of Nonmonetary Defaults Under the Lease; and (IV) to Establish an April 4, 2025 Deadline for the Debtors to Assume or Reject the Lease [[D.I. 1066](#), 3/7/25]

Objection Deadline: March 21, 2025, at 4:00 p.m. (ET); extended for the Debtors to April 4, 2025, at 4:00 p.m. (ET)

Related Documents: None to date.

Responses Received:

- A. Informal response from the Debtors

Status: By agreement of the parties, this matter has been adjourned to the hearing scheduled on May 6, 2025.

7. Debtors' Fifteenth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 1077](#), 3/10/25]

Objection Deadline: March 24, 2025, at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 1077 [[D.I. 1170](#), 3/25/25]
- B. Fifteenth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 1214](#), 4/1/2025]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

8. Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of Hilco Diligence Services, LLC as Field Examiner for the Debtors and Debtors in Possession Effective as of February 10, 2025, (II) Waiving Certain Timekeeping Requirements Imposed by Local Rule 2016-1, and (III) Granting Related Relief [[D.I. 1084](#), 3/11/25]

Objection Deadline: March 27, 2025, at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Revised Proposed Order (I) Authorizing the Retention and Employment of Hilco Diligence Services, LLC as Field Examiner for the Debtors and Debtors in Possession Effective as of February 10, 2025, (II) Waiving Certain Requirements Imposed by Local Rule 2016-1, and (III) Granting Related Relief [[D.I. 1199](#), 3/28/25]
- B. Order (I) Authorizing the Retention and Employment of Hilco Diligence Services, LLC as Field Examiner for the Debtors and Debtors in Possession Effective as of February 10, 2025, (II) Waiving Certain Requirements Imposed by Local Rule 2016-1, and (III) Granting Related Relief [[D.I. 1217](#), 4/1/2025]

Responses Received:

- C. Informal Response from the Office of the United States Trustee for the District of Delaware

Status: An order has been entered. A hearing is not required.

MATTERS GOING FORWARD:

9. Motion of Debtors for Entry of an Order (I) Extending the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code and (II) Granting Related Relief [[D.I. 1044](#), 2/28/25]

Objection Deadline: March 14, 2025, at 4:00 p.m. (ET)

Related Documents:

- A. Debtors' Reply in Support of the Motion of Debtors for Entry of an Order (I) Extending the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code and (II) Granting Related Relief [[D.I. 1206](#), 3/31/25]

- B. Statement of the Ad Hoc Group of First Lien Lenders with Respect to Motion of Debtors for Entry of an Order (I) Extending the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code and (II) Granting Related Relief [[D.I. 1210](#), 3/31/25]

Responses Received:

- C. Objection of the Ad Hoc Group of Freedom Lenders to the Debtors' Exclusivity Extension Motion [[D.I. 1099](#), 3/14/25]

Status: This matter is going forward.

- 10. Motion of Andrew Laurence, Matthew Avril, Brian Kahn, Cynthia Dubin, and Thomas Herskovits for Relief from the Automatic Stay to the Extent Applicable, to Allow Payment of Defense Costs and Other Losses Under Directors and Officers Insurance Policies [[D.I. 1144](#), 3/20/25]

Objection Deadline: March 27, 2025, at 4:00 p.m. (ET)

Related Documents:

- A. Reply in Support of Motion of Andrew Laurence, Matthew Avril, Brian Kahn, Cynthia Dubin, and Thomas Herskovits for Relief from the Automatic Stay to the Extent Applicable, to Allow Payment of Defense Costs and Other Losses Under Directors and Officers Insurance Policies [[D.I. 1205](#), 3/31/25]

Responses Received:

- B. Objection of the Ad Hoc Group of Freedom Lenders to Motion of Andrew Laurence, Matthew Avril, Brian Kahn, Cynthia Dubin, and Thomas Herskovits for Relief from the Automatic Stay [[D.I. 1185](#), 3/27/25]
- C. Joinder of the Official Committee of Unsecured Creditors to Objection of Ad Hoc Group of Freedom Lenders to Motion of Andrew Laurence, Matthew Avril, Brian Kahn, Cynthia Dubin, and Thomas Herskovits for Relief from the Automatic Stay [[D.I. 1187](#), 3/27/25]

Status: This matter is going forward.

[Signature Page Follows]

Dated: April 1, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Edmon L. Morton (Del. No. 3856)
Matthew B. Lunn (Del. No. 4119)
Allison S. Mielke (Del. No. 5934)
Sheila Borovinskaya (Del. No. 6758)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: emorton@ycst.com
mlunn@ycst.com
amielke@ycst.com
sborovinskaya@ycst.com

*Co-Counsel to the Debtors
and Debtors in Possession*

**KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL
LLP**

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Nicole L. Greenblatt, P.C. (admitted *pro hac vice*)
Derek I. Hunter (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com
nicole.greenblatt@kirkland.com
derek.hunter@kirkland.com

- and -

Mark McKane, P.C. (admitted *pro hac vice*)
555 California Street
San Francisco, California 94104
Telephone: (415) 439-1400
Facsimile: (415) 439-1500
Email: mark.mckane@kirkland.com

*Proposed Co-Counsel to the Debtors
and Debtors in Possession*